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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

October 27, 1992

RECORDATION NO

11036-A

#16

11036-A

OCT 27 1992 - 2 20 PM

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are an original and a certified true copy of an Assignment of Lease dated November 12, 1991, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Equipment Lease Agreement dated as of November 7, 1979 which document was filed and recorded with the Commission on November 8, 1979 under Recordation Number 11036.

The names and addresses of the parties to the enclosed document are:

Assignor:

Texas Commerce Bank National Association
712 Main Street
Houston, Texas 77002

Assignee:

Residual Based Finance Corporation
Three First National Plaza
Chicago, Illinois 60602

A description of the railroad equipment covered by the enclosed document is: five General Motors Electro-Motive Division MP15DC locomotives bearing identification marks HBT 60 through HBT 64, both inclusive.

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Mr. Sidney L. Strickland, Jr.
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Page 2

Also enclosed is a check in the amount of \$16.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Assignment of Lease dated as of November 12, 1991 from , Texas
Commerce Bank National Association to Residual Based Finance
Corporation covering 5 GM locomotives HBT 60 - HBT 64.

Very truly yours,


Charles T. Kappler

CTK/bg
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

10/27/92

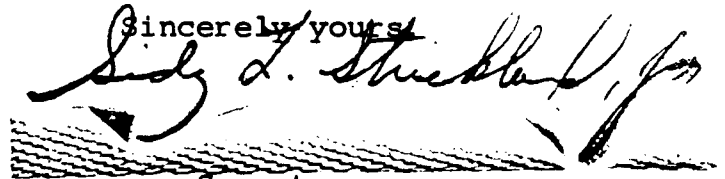
OFFICE OF THE SECRETARY

Robert W. Alvord

Alvord & Alvord
918 16th St. N.W.
Washington, D.C. 20006


Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/27/92 at 2:20pm, and assigned re-recording number(s). 11036-A, 11036-B 11036-C & 17587-A

Sincerely yours,

Secretary

SIDNEY L. STRICKLAND, JR.

Enclosure(s)

11036-

11036-A

OCT 27 1992 - 2 22 PM

INTEREST AND 5% COMMISSION

ASSIGNMENT OF LEASE

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, TEXAS COMMERCE BANK NATIONAL ASSOCIATION, a national banking association (the "Assignor"), hereby sells, assigns, transfers and sets over unto RESIDUAL BASED FINANCE CORPORATION, an Illinois corporation (the "Assignee"), all of its right, title and interest in and to that certain Equipment Lease Agreement dated as of November 7, 1979, between Seller, as lessor, and Houston Belt & Terminal Railway Company, a Texas corporation, as lessee, including the attached Equipment Schedule dated November 7, 1979 (the "Lease").

Assignor hereby represents and warrants that the identification marks in Exhibit A hereto are a true and correct list of the road numbers which have been assigned to all of the Equipment covered under the Lease.

Except as otherwise specifically set forth herein or in the Purchase Agreement of even date herewith between Assignor and Assignee, the assignment set forth herein is made without warranty or representation of any kind or type whatsoever.

Assignor hereby authorizes the recordation of this Assignment and hereby agrees to execute such further documentation as Assignee may reasonably request in order to carry out the purpose of this Assignment.

IN WITNESS WHEREOF, the undersigned pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officer thereunto duly authorized, all as of the date written below.

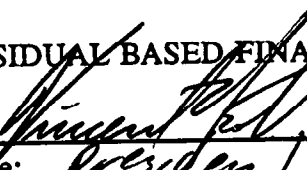
Dated as of: November 12, 1991

TEXAS COMMERCE BANK NATIONAL
ASSOCIATION

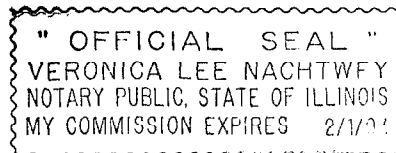
By: Dione Dupichon
Title: Vice President

Accepted as of November 12, 1991:

RESIDUAL BASED FINANCE CORPORATION

By: 
Title: President

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)



On this 12th day of November, 1991, before me personally appeared Vincent A. Kolber, to me personally known, who, being by me duly sworn, says that he is President of Residual Based Finance Corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Veronica L. Nachtwy
Notary Public

My commission expires 2/1/93.

STATE OF TEXAS)
) SS
COUNTY OF Harris

On this 12 day of November, 1991, before me personally appeared Diane Duplichan, to me personally known, who, being by me duly sworn, says that (s)he is Vice President of Texas Commerce Bank National Association, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lisa Bourg
Notary Public

My commission expires 9-30-92.

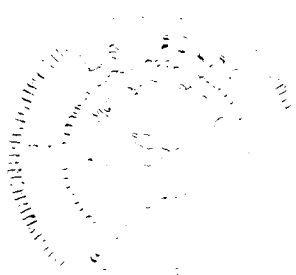


EXHIBIT A

<u>Type</u>	<u>Quantity</u>	<u>Identification Marks (Inclusive)</u>
General Motors Electro- Motive Division MP15DC Locomotives Built in 1979	5	HB60-64